

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Brown Bruce</u>  (Last) (First) (Middle) <u>C/O MEDPACE HOLDINGS, INC.</u> <u>5375 MEDPACE WAY</u>  (Street) <u>CINCINNATI OH 45227</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Medpace Holdings, Inc. [ MEDP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/06/2019		M		4,500	A	\$29.09	4,500	D	
Common Stock	05/06/2019		M		13,782	A	\$26.44	18,282	D	
Common Stock	05/06/2019		F		8,987	D	\$58.31 <sup>(1)</sup>	9,295	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$29.09	05/06/2019		M			4,500	(2)	11/01/2023	Common Stock	4,500	\$0	0	D	
Stock Option (Right to Buy)	\$26.44	05/06/2019		M			13,782	(3)	05/19/2024	Common Stock	13,782	\$0	0	D	

**Explanation of Responses:**

- The reported price is a weighted average price. These shares were sold in multiple transactions ranging from \$58.29 to \$58.325. The Reporting Person undertakes to provide full pricing information to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission upon request.
- The option was granted on November 1, 2016. One-twelfth (1/12th) of the option vested on November 1, 2016. Thereafter, one-twelfth (1/12th) of the option was scheduled to vest on the first day of each calendar month, subject to continued service on the board of directors of the Issuer through such dates. On July 27, 2017, the board of directors of the Issuer voted to accelerate the vesting of the option with the option vesting in full on May 19, 2017.
- The option was granted on May 19, 2017. The option was scheduled to vest on the earlier of (i) the day immediately preceding the date of the first annual meeting of the Issuer following the date of grant, and (ii) the first anniversary of the date of grant, subject to continued service on the board of directors of the Issuer through the vesting date. The option vested in full on May 17, 2018.

/s/ Stephen P. Ewald, Attorney-in-Fact for Bruce Brown 05/08/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.